

## NOTICE

**NOTICE** is hereby given that the **39<sup>th</sup> Annual General Meeting** of the Members of **SERA INVESTMENTS & FINANCE INDIA LIMITED** will be held on **Monday, September 30, 2024** at 02.30 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OVAM") **to transact the following businesses:**

### ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon and in this regard, to pass the following resolution as an Ordinary Resolution;**

**"RESOLVED THAT** the Audited Standalone Financial Statements including Balance Sheet of the Company as at March 31, 2024, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Directors' and Auditors' Reports thereon, placed before the meeting, be and are hereby considered and adopted."

- 2. To appoint a Director in place of Mr. Sagar Samir Shah (DIN: 03082957), Director who retires by rotation at this meeting and being eligible, offers himself for re-appointment as a Director of the Company and in this regard, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sagar Samir Shah (DIN: 03082957), Director of the Company who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

- 3. To declare a Final Dividend of Rs. 0.10/- per Equity Share of face value of Rs. 2/- each declared by the Board of Directors in their meetings held on May 27, 2024 for the Financial Year ended March 31, 2024 and in this regard, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** a dividend of ₹ 0.10/- per equity share of the face value of ₹ 2/- each, for the financial year ended March 31, 2024 on equity shares of the Company as recommended by the Board of Directors of the Company be and is hereby declared for the year ended March 31, 2024."

### SPECIAL BUSINESS:

- 4. To approve Revision in Remuneration of Mr. Sagar Samir Shah (DIN: 03082957), Whole-Time Director of the Company and in this regard, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** in supersession to the resolution passed at 38<sup>th</sup> Annual General Meeting held on September 26, 2023 and pursuant to recommendation of the Nomination and Remuneration Committee and resolution passed by Board of Directors of the Company at their meeting held on September 02, 2024 and pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and pursuant to Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), including any amendment(s), statutory modification(s) or reenactment(s) thereof for the time being in force, applicable provisions of Articles of Association of the Company, consent and approval of the members be and is hereby accorded for revision in remuneration of Mr. Sagar Samir Shah, Whole-Time Director of the Company w.e.f. October 01, 2024, for the remaining period of his current tenure i.e., from June 14, 2024 to June 13, 2027 as set out in the explanatory statement attached to this Notice and constituting part of this resolution.

**RESOLVED FURTHER THAT** save as provided in the Explanatory Statement forming part of this Notice, all other terms and conditions related to appointment of Mr. Sagar Samir Shah, Whole-Time Director, as approved by the members on September 26, 2023, by way of Annual General Meeting shall remain unchanged.

**RESOLVED FURTHER THAT** in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Sagar Samir Shah and be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law;

**RESOLVED FURTHER THAT** any of the director and/or Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary, proper or desirable or expedient for the purpose of giving effect to this resolution."

**5. To approve increase in Remuneration of Mrs. Shweta Samir Shah (DIN: 03082967), Managing Director of the Company and in this regard, to pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** in supersession to the resolution passed at 38<sup>th</sup> Annual General Meeting held on September 26, 2023 and pursuant to recommendation of the Nomination and Remuneration Committee and resolution passed by Board of Directors of the Company at their meeting held on September 02, 2024 and pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and pursuant to Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), including any amendment(s), statutory modification(s) or reenactment(s) thereof for the time being in force, applicable provisions of Articles of Association of the Company, consent and approval of the members be and is hereby accorded for revision in remuneration of Mrs. Shweta Samir Shah, Managing Director of the Company w.e.f. October 01, 2024, for the remaining period of her current tenure i.e. from February 05, 2024 to February 04, 2027 as set out in the explanatory statement attached to this Notice and constituting part of this resolution.

**RESOLVED FURTHER THAT** save as provided in the Explanatory Statement forming part of this Notice, all other terms and conditions related to appointment of Mrs. Shweta Samir Shah, Managing Director, as approved by the members on September 26, 2023, by way of Annual General Meeting shall remain unchanged.

**RESOLVED FURTHER THAT** in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mrs. Shweta Samir Shah and be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.

**RESOLVED FURTHER THAT** any of the director and/or Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary, proper or desirable or expedient for the purpose of giving effect to this resolution.”

**Registered Office**

306, 3<sup>rd</sup> Floor, Ashirwad Paras-1,  
Near Kanti Bharwad PMT,  
Opposite Andaj Party Plot,  
S.G. Highway, Makarba,  
Ahmedabad-380009, Gujarat

**For and on the behalf of the Board of Directors**

SERA INVESTMENTS & FINANCE INDIA LIMITED

Sd/-  
**SHWETA SAMIR SHAH**  
MANAGING DIRECTOR  
DIN: 03082967

Sd/-  
**SAGAR SAMIR SHAH**  
WHOLE-TIME DIRECTOR  
DIN: 03082957

**Place:** Ahmedabad

**Date:** September 02, 2024

**NOTES FOR MEMBER’S ATTENTION:**

1. **CONVENING OF 39TH ANNUAL GENERAL MEETING (“AGM”/ “MEETING”) THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS (“VC”/“OAVM”):** In compliance with the provisions of the Ministry of Corporate Affairs (“MCA”) General Circular No. 09/2023 dated September 25, 2023 read with MCA General Circular No. 10/2022, 02/2022, 20/2020, 17/2020 & 14/2020 dated December 28, 2022, May 05, 2022, May 05, 2020, April 13, 2020 and April 08, 2020, respectively (collectively referred to as “MCA Circulars”), the Company will be conducting its 39<sup>th</sup> AGM through VC/OAVM.

Central Depository Services (India) Limited (“CDSL”) of the Company, shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/ OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is provided at Note No. 21 below.

In accordance with the Secretarial Standard - 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards -1 and 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM is being held through VC/OAVM, the Route Map is not annexed to this Notice.

2. **QUORUM:** Pursuant to the abovementioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (“the Act”).

3. **PROXY:** Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since the AGM is being held through VC/OAVM, pursuant to the applicable MCA Circulars read with Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13<sup>th</sup> May 2022 SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 ("SEBI Circulars"), physical attendance of Members in the AGM has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. **CORPORATE/INSTITUTIONAL MEMBERS:**  
Corporate/Institutional Members are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or e-voting at the AGM. Corporate/Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the board resolution/authorization letter to the Scrutinizer's at email id: info@csdevesh.com with a copy marked to and to the Company at kapashicommercial1985@gmail.com, authorizing its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to Section 113 of the Act. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote.
5. **EXPLANATORY STATEMENT:** Pursuant to the provisions of Section 102 of the Act, an explanatory statement on the Special Businesses at Item No. 4 and 5 of this Notice is annexed hereto.
6. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In compliance with above MCA Circulars and SEBI Circulars, the Financial Statements (including Board's Report, Auditor's Report and other documents required to be attached therewith) ("Annual Report") for the financial year ended March 31, 2024 ("F.Y. 2023-24") pursuant to Section 136 of the Act and the Notice of the 39<sup>th</sup> AGM ("AGM Notice") pursuant to Section 101 of the Act read with the Rules framed thereunder are being sent only in electronic mode to those Members whose e-mail address are registered with the Company/ Purva Shareregistry (India) Private Limited or the Depository Participant(s). Members can request for hard copy of the Annual Report & AGM notice by sending a request at kapashicommercial1985@gmail.com  
A copy of the AGM Notice and the Annual Report for F.Y. 2023-24 is available on the Company's websites at www.serafinances.com, and Stock Exchanges website where the shares of the Company are listed i.e., BSE Limited: <https://www.bseindia.com/>.
7. **BOOK CLOSURE FOR DIVIDEND:** The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, September 24, 2024 to Monday, September 30, 2024 (both days inclusive) for determining the entitlement of the Shareholders for the purpose of Dividend and AGM.
8. **DIVIDEND:** The dividend on equity shares for F.Y. 2023-24, as recommended by the Board of Directors, and if approved at the AGM, would be paid subject to deduction of tax at source, as may be applicable to those shareholders or their mandates whose names appear as Beneficial Owners as at the end of the business hours on Monday, September 23, 2024 in the list of Beneficial Owners to be furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") in respect of the shares held;
9. **ELECTRONIC CREDIT OF DIVIDEND:** SEBI has made it mandatory for all companies to use the bank account details of the shareholders furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company makes electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/National Electronic Fund Transfer (NEFT)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.

**Request members to update their KYC and Bank account details for receiving dividends directly in bank account:**

- a Shares held in physical form: SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> March 2023, read with Master Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2023/70 dated 17<sup>th</sup> May 2023 and subsequent Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17<sup>th</sup> November 2023 has provided that Security holder(s) (holding securities in physical form), whose KYC details are not completed, shall be eligible for any payment including dividend, interest or redemption payment in respect of such folios, **only through electronic mode with effect from April 01, 2024**, upon updation of their below KYC details. Accordingly, the Members holding securities in physical form are requested to update the following details with the RTA:

Sr. No.	Mandatory KYC Requirements	Forms to be submitted
1.	PAN	Form ISR-1
2.	Address (with PIN)	Form ISR-1
3.	Email Address	Form ISR-1
4.	Mobile Number	Form ISR-1
5.	Bank Account details (Bank Name, Branch, Bank Account No., IFSC Code and MICR Code)	Form ISR-1
6.	Specimen Signature	ISR-2
7.	Nomination details (either opt-in or opt-out)	Form SH-13 (ISR-3-for opt-out of the nominee)

Further, relevant FAQs published by SEBI on its website can be viewed at the following link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf)

The aforesaid forms are available on the Company's website at [www.serafinances.com](http://www.serafinances.com)

Modes for submission of Documents/Information:

Through 'In Person Verification' ("IPV")	Physical / Hard copy	Through Electronic Mode with e-sign
The original documents can be submitted by the investor in person at RTA's office which shall be verified by the authorised person of the RTA and retaining copy(ies) with IPV stamping with date and initials	By furnishing original/ photocopy(ies) of the relevant document duly self-attested with date. Purva Sharegistry (India) Private Limited Unit: Sera Investments & Finance India Limited- Unit no. 9 Shiv Shakti Ind. Estt J .R. Boricha marg Lower Parel (E) Mumbai 400 011 Email: support@purvashare.com Website: www.purvashare.com; Contact.: +91 22 4970 0138	In case the email address is already registered with RTA, the securities holder may send the scanned copies of their KYC documents/service requests with e-sign at the RTA's email-id: support@purvashare.com

- b) **Shares held in dematerialized form:** Members holding shares in demat form are requested to submit/update their KYC details with their respective Depository Participant.

On completion of above KYC, the RTA shall, suo-moto, generate request to the Company's bankers to pay electronically, all the monies of / payments to the holder that were previously unclaimed / unsuccessful.

10. **TDS ON DIVIDEND:** Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income has become taxable in the hands of shareholders with effect from April 01, 2020 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, shareholders are requested to refer to the Finance Act, 2022 and amendments thereof. Shareholders are requested to update their Permanent Account Number("PAN") with the Company/Purva Share (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

**TDS Provisions and Documents required, as applicable for relevant category of Shareholders:**

**FOR RESIDENT SHAREHOLDERS:** Tax shall be deducted at source under section 194 of the Income-tax Act, 1961 @ 10% on the amount of Dividend declared and paid by the Company during the Financial Year ("FY") 2024-25 provided a valid PAN is provided by the shareholder. If PAN is not submitted or shareholders are classified as specified person u/s 206AB of the Income-tax Act, 1961, TDS would be deducted @ 20% as per section 206AA of the Income-tax Act, 1961.

11. **NOMINATION:** Members can avail of the facility pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members holding shares in physical form desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Purva Sharegistry (India) Private Limited at Unit no. 9 Shiv Shakti Ind. Estt J .R. Boricha marg Lower Parel (E) Mumbai 400 011, Maharashtra or send an E-mail at [support@purvashare.com](mailto:support@purvashare.com).

If Members desires to opt out or cancel the earlier nomination and record a fresh nomination, may submit the same in Form ISR-3 or SH-14 as the case may be. Aforesaid forms are available on the Company's website at [www.serafinances.com](http://www.serafinances.com)

**12. TRANSFER AND TRANSMISSION OF SHARES:**

- a) **Transmission request in Demat form only:** As per Regulation 40 of the Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form while processing service request for issue of duplicate securities certificate/ claim from unclaimed suspense account/renewal/exchange/endorsement/sub-division/splitting/consolidation/ transmission/transposition of securities etc.

In view of the above and to eliminate the risks associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize their shares held in physical form.

Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account Members may also visit the website of depositories viz. NDSL: <https://nsdl.co.in/faqs/faq.php> or CDSL: <https://www.cdslindia.com/investors/open-demat.html> for further understanding the demat procedure

- b) Simplified Procedure for transmission of securities and Issuance of Duplicate Share certificates: SEBI vide its Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/70 dated May 25, 2022 has simplified the procedure and standardized the format of documents for transmission of securities and issuance of duplicate securities certificates. Members are requested to submit their requests, if any, along with documents as per the said circulars.

13. **GREEN INITIATIVE: Request to provide/update e-mail address** - Members are requested to support the Green Initiative of the Company by registering/ updating their e-mail addresses, with the Depository Participant (in case of shares held in dematerialized form) or with Purva Shareregistry (India) Private Limited (in case of shares held in physical form) in order to receive Notices, Annual Reports, Dividend and Tax intimations and other communications in electronic mode.

**14. PROCEDURE FOR REGISTERING THE EMAIL ADDRESSES AND OBTAINING THE AGM NOTICE AND E-VOTING INSTRUCTIONS BY THE MEMBERS:**

- a) Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
- Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
  - Members holding shares in physical form may register their email address and mobile number with Purva Shareregistry (India) Private Limited by sending Form ISR-1 and other relevant forms to Purva Shareregistry (India) Private Limited at Unit no. 9 Shiv Shakti Ind. Estt J.R. Boricha marg Lower Parel (E) Mumbai 400 011 or at the email ID support@purvashare.com for receiving the AGM Notice and the e-voting instructions.
- b) Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their Depository Participant(s)/ Purva Shareregistry (India) Private Limited to enable servicing of notices/documents/ Annual Reports electronically to their e-mail address in future.

15. **PROCEDURE FOR INSPECTION OF DOCUMENTS:** The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act and the relevant documents referred to in this AGM notice, explanatory statement and additional information, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e., Monday, September 30, 2024. Members seeking to inspect such documents can send an E-mail to Company's E-mail ID: kapashicommercial1985@gmail.com

16. **NEW SEBI WEBSITE:** SEBI has recently launched its new Investor website at <https://investor.sebi.gov.in/>. The said website contains information on personal finance and investment useful for existing and new investors. It also includes videos prepared by Market Infrastructure Intermediaries related to securities market process education and awareness messages. The SEBI Investor Website aims to assist individuals in taking control of their money, leading to better outcomes in their investment journey. It offers guidance on managing money well and making sound financial decisions independently. The financial awareness content, tools, and calculators available on the website can help people of all ages, backgrounds, and incomes to be in control of their financial decisions. The SEBI Investor website promotes confident and informed participation by investors in the securities market.

17. **ONLINE DISPUTE RESOLUTION PORTAL ('ODR PORTAL'):** SEBI vide Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated as on December 28, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circular, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

18. **DISCLOSURE OF AGREEMENTS TO STOCK EXCHANGES ENTERED INTO BY SHAREHOLDERS OF THE COMPANY:** Regulation 30A of SEBI Listing Regulations requires disclosure to the Stock Exchanges of Agreements entered into by shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party whether solely or jointly which, either directly or indirectly or potentially or whose purpose and effect is to, impact the Management or Control of the Company or Impose any Restriction or Create any Liability upon the Company. Disclosure of any rescission, amendment or alteration of such agreements, if any is also required to be provided.

Shareholders are requested to provide a disclosure to the Company of the said agreements to which the Company is not a party at [kapashicommercial1985@gmail.com](mailto:kapashicommercial1985@gmail.com) within 2 working days of entering into the agreement or signing an agreement to enter into such agreements in the format as prescribed by SEBI vide its Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

**SUBMISSION OF QUERIES/QUESTIONS PRIOR TO AGM:** For ease of conduct of AGM, Members desiring any additional information or ask questions/express their views **on the items of businesses to be transacted at this AGM** are requested to send e-mail write from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to the Company's [kapashicommercial1985@gmail.com](mailto:kapashicommercial1985@gmail.com), 48 hours before the time fixed for AGM

to enable the Management to keep the information ready. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.

Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date.

19. **SPEAKER REGISTRATION FOR AGM:** Members of the Company holding shares as on the cut-off date i.e. Monday, September 23, 2024 and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers by visiting <https://www.evotingindia.com/>, **and clicking on "Speaker Registration"** or by sending an email from their registered email ID along with their DP ID and Client ID number/folio number and mobile number, to the Company's investor email ID: [kapashicommercial1985@gmail.com](mailto:kapashicommercial1985@gmail.com) **upto Friday, September 27, 2024**. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

#### **VOTING THROUGH ELECTRONIC MEANS:**

##### **PROCEDURE FOR REMOTE E-VOTING:**

31. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, and in terms of Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 issued by SEBI in relation to e-Voting Facility, the Members are provided the facility to cast their vote electronically, through the remote e-voting services and the e-voting facility at the 39<sup>th</sup> AGM by Central Depository Services (India) Limited ('CDSL'), e-voting agency, for voting on all the resolutions set out in this Notice.

The instructions to members for voting electronically are as under:-

The remote e-voting period commences on Friday, September 27, 2024 (9.00 a.m. IST) and ends on Sunday, September 29, 2024 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, September 23, 2024 i.e. Cut-off Date, may cast their vote electronically. Person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the 39<sup>th</sup> AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the 39<sup>th</sup> AGM.

**STEP 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

Pursuant to aforesaid SEBI Circular, login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer/ Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access E-Voting page by providing Demat Account Number and PAN No. from a link on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IdeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical Issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request athelpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

**STEP 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and Non-individual Shareholders in demat mode.**

Login method for e-voting and joining virtual meeting for physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module
- 3) Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID;
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
  - c) Members holding shares in Physical form should enter Folio Number registered with the Company
- 4) Next enter the Image Verification as displayed and Click on “Login”.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

	<b>For Physical Shareholders other than individual shareholders holding shares in demat</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• €Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the Depository or Company, please enter the Member ID / Folio Number in the Dividend Bank details field.</li> </ul>

- vi. After entering these details appropriately, click on SUBMIT’ tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the <SERA INVESTMENTS & FINANCE INDIA LIMITED> on which you choose to vote.
- x. On the voting page, you will see ‘Resolution Description’ and against the same the option ‘YES/NO’ for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the ‘Resolutions File Link ‘if you wish to view the entire resolution details.
- xii. After selecting the resolution you have decided to vote on, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘OK’, else to change your vote, click on “CANCEL” and accordingly modify your vote.



## SERA INVESTMENTS & FINANCE INDIA LIMITED

- xiii. Once you “Confirm” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the voting done by you by clicking on ‘Click here to print’ option on the Voting page.
- xv. If a demat account holder has forgotten the Login Password, then enter the User ID and the image verification code and click on ‘Forgot Password’ & enter the details as prompted by the system.
- xvi. There is also optional provision to upload BR/POA if any uploaded, which will be made available to Scrutinizer for verification.
- xvii. Additional Facility for Non – Individual Shareholders and Custodians-For remote voting only:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
  - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [kapashicommercial1985@gmail.com](mailto:kapashicommercial1985@gmail.com), if voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

### **Process for those shareholders whose email/mobile no. are not registered with the Company/Depositories:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, Scanned copy of the Share Certificate (front and back), PAN(self-attested scanned copy of PAN card), AADHAR(self-attested scanned copy of Aadhar Card) by email to [support@purvashare.com](mailto:support@purvashare.com) or Company at [kapashicommercial1985@gmail.com](mailto:kapashicommercial1985@gmail.com).
2. For Demat shareholders- please update your email id & mobile no. with your Depository Participant (DP).
3. For Individual Demat Shareholders- Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual message through Depository.

### **Instructions for shareholders attending the 39<sup>th</sup> AGM of the Company through VC/OAVM are as under:**

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders, who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [kapashicommercial1985@gmail.com](mailto:kapashicommercial1985@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [kapashicommercial1985@gmail.com](mailto:kapashicommercial1985@gmail.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**SCRUTINIZER FOR E-VOTING AND VOTING RESULTS:** Mr. Devesh Khandelwal (CP 4202), M/s. Khandelwal Devesh & Associates, Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as e-voting during the AGM, in a fair and transparent manner.

The Scrutinizer will, after the conclusion of the e-voting at the meeting, scrutinize the votes cast at the meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or any other person of the Company authorized by the Chairman, who shall countersign the same. The results shall be declared within the time stipulated under applicable laws. The results declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company at [www.serafinances.com](http://www.serafinances.com) and on the website of CDSL at the <https://www.evotingindia.com/> immediately after the results are declared and will simultaneously be filed with BSE Limited and the National Stock Exchange of India Limited, where the securities of the Company are listed and shall also be displayed at the Registered Office of the Company.

The Resolutions shall be deemed to be passed on the date of the Meeting, i.e., **Monday, September 30, 2024**, subject to receipt of the requisite number of votes in favour of the Resolutions.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**Registered Office**

306, 3<sup>rd</sup> Floor, Ashirwad Paras-1,  
Near Kanti Bharwad PMT,  
Opposite Andaj Party Plot,  
S.G. Highway, Makarba,  
Ahmedabad-380009, Gujarat

**Place:** Ahmedabad

**Date:** September 02, 2024

**For and on the behalf of the Board of Directors**

SERA INVESTMENTS & FINANCE INDIA LIMITED

Sd/-

**SHWETA SAMIR SHAH**

MANAGING DIRECTOR

DIN: 03082967

Sd/-

**SAGAR SAMIR SHAH**

WHOLE-TIME DIRECTOR

DIN: 03082957

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') given hereunder sets out all material facts relating to the special business mentioned at Item No. 4 and 5 of the accompanying Notice dated September 02, 2024:

### ITEM NO. 4:

Mr. Sagar Samir Shah (DIN: 03082957) and has been associated with the Company since 2021. Mr. Sagar Samir Shah has rich experience of more than 6 years. Mr. Sagar Samir Shah was re-appointed as the Whole-Time Director with effect from June 14, 2024 for a term of three years in the Annual General Meeting held on September 26, 2023 on the terms and conditions as mentioned in the said resolution.

Mr. Sagar Samir Shah has provided able leadership to the Company as Whole-Time Director. His qualification and experience add substantial value to the Company's operations and growth strategy. Based on skills, experience, knowledge and performance evaluation and pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the Board of Directors on the recommendation of Compensation and Nomination and Remuneration Committee of the Company, at its meeting held on September 02, 2024 decided to increase the remuneration of Mr. Sagar Samir Shah from ₹1,00,000/- per month to ₹2,50,000/- per month subject to approval of shareholders of the Company and the same is in line with the remuneration package that is necessary to encourage effective professional managers to function in important positions as that of the Whole-Time Director. Further, all other terms of Mr. Sagar Samir Shah as approved by the special resolution passed at the Annual General Meeting of the Company held on September 26, 2023 will continue to be the same.

The Members are hereby requested to consider the revision in remuneration of Mr. Sagar Samir Shah, Whole-Time Director of the Company.

The principal terms and conditions of revision of Managerial Remuneration to be paid to Sagar Samir Shah as Whole-Time Director of the Company are as follows:

- I. **Period:** For a period of 3 (three) years with effect from June 14, 2024 till June 13, 2027.
- II. **Salary:** Up to Rs. 2,50,000/- (Rupees Two Lacs Fifty Thousand Only) per month which is eligible for revision from time to time.
- III. **Duties:** Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Whole-Time Director (W.T.D.) shall be entrusted with powers, duties and responsibilities as may be directed to him by the Board of Directors from time to time.
- IV. **Termination:** The Whole-Time Director (W.T.D.) may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Whole-Time Director (W.T.D.) may resign from his office by giving 30 days' Notice to the Company.
- V. **Compensation:** In the event of termination of office of Whole-Time Director (W.T.D.) takes place before the expiration of tenure thereof, Whole-Time Director (W.T.D.) of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.
- VI. Other terms and conditions:
  - a) In case of no profit or inadequate profit in any financial year, Mr. Sagar Samir Shah shall be entitled to the remuneration/benefits and perquisites/allowances as above and the remunerations and perquisites payable to him shall be paid in accordance with the provisions prescribed under Schedule V read with Section 196 and 197 of the Companies Act, 2013 as minimum remuneration.
  - b) No sitting fees shall be paid to the Whole-Time Director (W.T.D.) for attending the meetings of the Board of Directors or Committees thereof.

The said revision in remuneration payable to him is subject to the approval of the members and all such sanctions as may be necessary and shall be given effect to as per the modification, if any, made/approval as aforesaid.

A Statement containing the following information as per section II of Part II of Schedule V of the Companies Act, 2013:

1.	Nature of industry	The Company is Non Banking Finance Company registered with Reserve Bank of India (RBI).												
2.	Date or expected date of commencement of commercial production	The Company is already in existence and it started its activities since 1985.												
3.	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable as the Company is an existing Company												
4.	Financial Performance based on given indicators	<b>(Rs. in Lacs)</b>												
		<table border="1"> <thead> <tr> <th>Financial Parameters</th> <th>2023-24</th> <th>2022-23</th> <th>2021-22</th> </tr> </thead> <tbody> <tr> <td>Total revenue</td> <td>2286.92</td> <td>107.00</td> <td>305.01</td> </tr> <tr> <td>Net profit after tax</td> <td>1787.02</td> <td>(1397.19)</td> <td>(108.70)</td> </tr> </tbody> </table>	Financial Parameters	2023-24	2022-23	2021-22	Total revenue	2286.92	107.00	305.01	Net profit after tax	1787.02	(1397.19)	(108.70)
Financial Parameters	2023-24	2022-23	2021-22											
Total revenue	2286.92	107.00	305.01											
Net profit after tax	1787.02	(1397.19)	(108.70)											
5.	Foreign Investments or collaborations, if any.	The Company has not made any Foreign Investments and neither entered into any collaborations during the last Financial Year												

**II. Information about the appointees:**

Sr. no.	Particulars	
1.	Background details	Mr. Sagar Samir Shah is a Promoter and Whole-Time Director of the Company. He has completed Masters' in Sustainable Waste Management and Pursuing Executive Degree in Fintech and Block Chain Technology IIM Calcutta. However, he is having deep knowledge of leading and growing successful operation around finance and financial technology domain. He looks after the Company's management and administration.
2.	Past Remuneration	₹1,00,000/- payable monthly and other perquisites, allowances, other benefits etc. respectively
3.	Recognition or awards	Not Applicable
4.	Job profile and his suitability	As the Whole-time Director Mr. Sagar Samir Shah is responsible for the entire business affairs and operational management of the Company subject to the overall superintendence, guidance and control of the Board of Directors. Taking into account of his experience, qualification, duties and responsibilities assigned to him, he is entitled to receive increased remuneration as recommended by the Board.
5.	Remuneration Proposed	Remuneration proposed to Mr. Sagar Samir Shah is in the basic scale of ₹2,50,000/- payable monthly and other perquisites, allowances, other benefits etc. respectively, as fully set out herein above.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (incase of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Sagar Samir Shah, the remuneration proposed to be paid to him is commensurate with the remuneration in line with the remuneration levels paid to their similar counterparts in other companies.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed to be paid to Mr. Sagar Samir Shah, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors except he is son of Mrs. Shweta Samir Shah, Managing Director of the Company.

**III. Other Information:**

Reason of loss or inadequate profits	The Company is Investment and Credit Company registered with RBI. The profit is inadequate as the Company has incurred loss in past years from last Two years. However, However, the Company has performed much better in current financial year and has achieved profits which have offset the losses incurred in the loans and investments segment.
Steps taken or proposed to be taken for improvement	The Company is constantly exploring the possibilities of developing its core areas of business for which action plans are also being initiated. With a strong relationship and continued support of all business partners, suppliers, customers, bankers, employees etc., the Company is confident of making higher turnover and profits and also believes that this business relationship would benefit the Company in the long run and give better growth and prospects in the next coming years.
Expected increase in productivity and profits in measurable terms.	The Company is taking various strategic initiatives to increase its market share, boost its effectiveness, and improve financial performance and growth.

**IV. Disclosures:**

The information and disclosures of the remuneration of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration to Directors".

The Board is of the view that Mr. Sagar Samir Shah's knowledge and experience will continue to be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends her revised remuneration as a Whole-Time Director of the Company with effect from October 01, 2024 to the Members for approval.

**Other Information:**

Mr. Sagar Samir Shah is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Save and except Mr. Sagar Samir Shah, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice. Mr. Sagar Samir Shah is inter-se related to any other Director / KMP of the Company except Mrs. Shweta Samir Shah, Managing Director of the Company.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

Details pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India in respect of Mr. Sagar Samir Shah is provided in the Notice.

Considering the valuable contribution of Mr. Sagar Samir Shah in the growth of the Company, the Board recommends passing of the Special Resolution as set out in Item No. 4 of the Notice for approval by the Members.

**ITEM NO. 5:**

Mrs. Shweta Samir Shah (DIN: 03082967) transitioned to the role of Chairperson and Managing Director of the Company with effect from February 05, 2019. Mrs. Shweta Samir Shah is a Director liable to retire by rotation. Thereafter, Mrs. Shweta Samir Shah was re-appointed as the Chairperson Managing Director with effect from February 05, 2024 for a term of three years in the Annual General Meeting held on September 26, 2023 on the terms and conditions as mentioned in the said resolution.

Mrs. Shweta Samir Shah is instrumental in defining and enhancing substantial value to the Company's operations and growth strategy. Her unwavering commitment to providing feedback and guidance on critical matters, along with her vast experience, significantly bolsters the Company's leadership. As the Company embarks on ambitious strategic growth plans, her role becomes even more vital, requiring his active participation in key decision-making processes. Addressing these intricate challenges will demand both her expertise and an increased investment of time.

In her capacity as a mentor and advisor, Mrs. Shweta Samir Shah puts strong emphasis on strategic planning, risk management and external relations. Recognizing these contributions and following the recommendation of the NRC, the Board of Directors at its Meeting held on

September 02, 2024, approved a revision in the total Remuneration to be paid to Mrs. Shweta Samir Shah for a period from February 05, 2024 to February 04, 2027, being the remainder period for which her remuneration was earlier approved by Members at the 38<sup>th</sup> AGM, as follows:

- I. **Period:** For a period of 3 (three) years with effect from February 05, 2024 to February 04, 2027.
- II. **Salary:** Up to Rs. 2,50,000/- (Rupees Two Lacs Fifty Thousand only) per month which is eligible for revision from time to time.
- III. **Duties:** Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Managing Director (M.D.) shall be entrusted with powers, duties and responsibilities as may be directed to her by the Board of Directors from time to time.
- IV. **Termination:** The Managing Director (M.D.) may be removed from her office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Managing Director (M.D.) may resign from her office by giving 30 days' Notice to the Company.
- V. **Compensation:** In the event of termination of office of Managing Director (M.D.) takes place before the expiration of tenure thereof, Managing Director (M.D.) of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.
- VI. **Other terms and conditions:**
  - a) In case of no profit or inadequate profit in any financial year, Mrs. Shweta Samir Shah shall be entitled to the remuneration/benefits and perquisites/allowances as above and the remunerations and perquisites payable to him shall be paid in accordance with the provisions prescribed under Schedule V read with Section 196 and 197 of the Companies Act, 2013 as minimum remuneration.
  - b) No sitting fees shall be paid to the Managing Director (M.D.) for attending the meetings of the Board of Directors or Committees thereof.

The said revision in remuneration payable to her is subject to the approval of the members and all such sanctions as may be necessary and shall be given effect to as per the modification, if any, made/approval as aforesaid.

**A Statement containing the following information as per section II of Part II of Schedule V of the Companies Act, 2013:**

1.	Nature of industry	The Company is Non Banking Finance Company registered with Reserve Bank of India (RBI).			
2.	Date or expected date of commencement of commercial production	The Company is already in existence and it started its activities since 1985.			
3.	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable as the Company is an existing Company			
4.	Financial Performance based on given indicators	<b>Financial Parameters</b>	<b>2023-24</b>	<b>2022-23</b>	<b>2021-22</b>
		Total revenue	2286.92	107.00	305.01
		Net profit after tax	1787.02	(1397.19)	(108.70)
5.	Foreign Investments or collaborations, if any.	The Company has not made any Foreign Investments and neither entered into any collaborations during the last Financial Year			

**II. Information about the appointees:**

Sr. no.	Particulars	
1.	Background details	Mrs. Shweta Samir Shah is a commerce graduate and she possess more than 8 years of rich and diversified experience in Business Management and Administration. Due to her vast experience and continuous efforts, the company has achieved overwhelming success in a short span of time. It was due to her persistence and never tiring efforts, that the Company is able to achieve the growth in the past. Her continued efforts being Managing Director is immensely benefitting in the growth of the Company.
2.	Past Remuneration	Rs. 1,50,000 per month

Sr. no.	Particulars	
3.	Recognition or awards	Not Applicable
4.	Job profile and her suitability	Mrs. Shweta Samir Shah possess more than 8 years of rich and diversified experience in Business Management and Administration. She is responsible for the entire business affairs and operational management of the Company subject to the overall superintendence, guidance and control of the Board of Directors. Taking into account of her experience, qualification, duties and responsibilities assigned to her, she is entitled to receive increased remuneration as recommended by the Board.
5.	Remuneration Proposed	Remuneration proposed to Mrs. Shweta Samir Shah is in the basic scale of ₹2,50,000/- payable monthly and other perquisites, allowances, other benefits etc. respectively, as fully set out herein above.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (incase of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mrs. Shweta Samir Shah, the remuneration proposed to be paid to him is commensurate with the remuneration in line with the remuneration levels paid to their similar counterparts in other companies.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed to be paid to Mrs. Shweta Samir Shah, she does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors except She is mother of Mr. Sagar Samir Shah, Whole-Time Director of the Company.

### III. Other Information:

Reason of loss or inadequate profits	The Company is Investment and Credit Company registered with RBI. The profit is inadequate as the Company has incurred loss in past years from last Two years. However, However, the Company has performed much better in current financial year and has achieved profits which have offset the losses incurred in the loans and investments segment.
Steps taken or proposed to be taken for improvement	The Company is constantly exploring the possibilities of developing its core areas of business for which action plans are also being initiated. With a strong relationship and continued support of all business partners, suppliers, customers, bankers, employees etc., the Company is confident of making higher turnover and profits and also believes that this business relationship would benefit the Company in the long run and give better growth and prospects in the next coming years.
Expected increase in productivity and profits in measurable terms.	The Company is taking various strategic initiatives to increase its market share, boost its effectiveness, and improve financial performance and growth.

### V. Disclosures:

The information and disclosures of the remuneration of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration to Directors".

The Board is of the view that Mrs. Shweta Samir Shah's knowledge and experience will continue to be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends her revised remuneration as a Chairperson and Managing Director of the Company with effect from October 01, 2024 to the Members for approval.

#### Other Information:

Mrs. Shweta Samir Shah is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Save and except Mrs. Shweta Samir Shah, and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially

or otherwise, in the Resolution set out at Item No. 5 of the Notice. Mrs. Shweta Samir Shah is inter-se related to any other Director / KMP of the Company except Mr. Sagar Samir Shah, Whole-Time Director of the Company.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Details pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India in respect of Mrs. Shweta Samir Shah is provided in the Notice.

Considering the valuable contribution of Mrs. Shweta Samir Shah in the growth of the Company, the Board recommends passing of the Special Resolution as set out in Item No. 5 of the Notice for approval by the Members.

**Registered Office**

306, 3<sup>rd</sup> Floor, Ashirwad Paras-1,  
Near Kanti Bharwad PMT,  
Opposite Andaj Party Plot,  
S.G. Highway, Makarba,  
Ahmedabad-380009, Gujarat

**Place:** Ahmedabad

**Date:** September 02, 2024

**For and on the behalf of the Board of Directors**

SERA INVESTMENTS & FINANCE INDIA LIMITED

Sd/-

**SHWETA SAMIR SHAH**  
MANAGING DIRECTOR  
DIN: 03082967

Sd/-

**SAGAR SAMIR SHAH**  
WHOLE-TIME DIRECTOR  
DIN: 03082957



## SERA INVESTMENTS & FINANCE INDIA LIMITED

### BRIEF DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015:

In terms of the provisions of Section 152(6) of the Companies Act, 2013 ("Act"), Mr. Sagar Samir Shah, Whole-Time Director of the Company, is liable to retire by rotation, and being eligible, has offered himself for re-appointment.

Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Clause 1.2.5 of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, is given below:

NAME OF DIRECTORS	MR. SAGAR SAMIR SHAH	MRS. SHWETA SAMIR SHAH
Age	33 years	54 years
DIN	03082957	03082967
Nationality	Indian	Indian
Date of Initial Appointment	June 14, 2021	July 20, 2018
Designation	Whole-Time Director	Managing Director
Qualification	Mr. Sagar Samir Shah is a Promoter and Whole-Time Director of the Company. He has completed Masters' in Sustainable Waste Management and Pursuing Executive Degree in Fintech and Block Chain Technology IIM Calcutta.	Mrs. Shweta Samir Shah is a commerce graduate.
Experience/ Expertise in Specific Area	Mr. Sagar Samir Shah possess more than 6 years of rich and diversified experience in Business Management and Administration. Under his guidance, the company's administrative affairs are being handled in a professional manner and he has helped the company to formulate effective policies. He has proved to be a guiding light throughout all these years of the Company's journey. He has excellent grasp and through knowledge with overall experience of general management.	Mrs. Shweta Samir Shah possess more than 8 years of rich and diversified experience in Business Management and Administration. Due to her vast experience and continuous efforts, the company has achieved overwhelming success in a short span of time. It was due to her persistence and never tiring efforts, that the Company is able to achieve the growth in the past. Her continued efforts being Managing Director is immensely benefitting in the growth of the Company.
Terms and Conditions of Appointment	Not Applicable	Not Applicable
Skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Not Applicable	Not Applicable
No. of Board Meeting attended during the year	12	12
Number of shares held in the company	22,50,000	51,24,375
Directorship held in other companies*	02	Nil
Chairperson/Member in the Committees of the Board and other listed companies in which he/ she is a Director	Chairmanship of Committee in other Public Companies: Nil Membership of Committee in listed Public Companies: 04	Chairmanship of Committee in other Public Companies: Nil Membership of Committee in listed Public Companies: Nil
Relationship between Directors / Manager & Other And Other KMPs	Mr. Sagar Samir Shah is son of Mrs. Shweta Samir Shah, Managing Director of the Company. Other than that, he is not related to any of the directors on the Board.	Mrs. Shweta Samir Shah is mother of Mr. Sagar Samir Shah, Whole-Time Director of the Company. Other than that, she is not related to any of the directors on the Board.
Justification for appointment	Not Applicable	Not Applicable
Remuneration last drawn from Company and Stock Options granted, if any	1,00,000 payable monthly and other perquisites, allowances, other benefits etc.	1,50,000 payable monthly and other perquisites, allowances, other benefits etc.
Terms and Conditions of appointment including remuneration sought to be paid	Not Applicable	Not Applicable

\*Pvt. Companies excluded

#### Registered Office

306, 3<sup>rd</sup> Floor, Ashirwad Paras-1,  
Near Kanti Bharwad PMT,  
Opposite Andaj Party Plot,  
S.G. Highway, Makarba,  
Ahmedabad-380009, Gujarat

Place: Ahmedabad

Date: September 02, 2024

#### For and on the behalf of the Board of Directors

SERA INVESTMENTS & FINANCE INDIA LIMITED

Sd/-

**SHWETA SAMIR SHAH**  
MANAGING DIRECTOR  
DIN: 03082967

Sd/

**SAGAR SAMIR SHAH**  
WHOLE-TIME DIRECTOR  
DIN: 03082957